

Rules of the Society

Rules of the Society (*the IGRS' Constitution*)

[Adopted 1976, and amended 1978, 1980, 2004, 2012, 2016 and 2022]

1. NAME

The name of the Society shall be: The Irish Genealogical Research Society.

2. OBJECTS

The objects of the Society shall be:

- (a) to promote and encourage the public study of Irish Genealogy**
- (b) to promote the preservation, security and accessibility of archival material.**

3. POWERS

In furtherance of the above objects, but not further or otherwise, the Society shall have the following powers: -

- (a) to hold lectures and discussions, give advice and guidance to and organise events and visits for Society members and interested members of the general public;**
- (b) to hold and maintain a library of printed and other works for the use of Society members and, if practicable, to extend this to interested members of the general public;**
- (c) to preserve, index, transcribe, copy and publish source material;**
- (d) to undertake relevant projects of every kind including (without prejudice to the generality of the foregoing) the recording, transcribing, copying or indexing of archives, manuscripts, registers, records, photographs, portraits, maps, monumental inscriptions and war memorials;**
- (e) to pursue collaborative actions with supportive bodies and like-minded organisations and societies, commercial or otherwise;**
- (f) to promote and to engage in educational activities including the issue of a regular journal and the publication and sale of other appropriate material in manuscript or electronic form or on the internet.**

- (g) To make awards

4. AFFILIATION

The Society shall seek to become a member of the Federation of Family History Societies (Registered Charity No. 1038721) and the Council of Irish Genealogical Organisations and shall have the power to guarantee their debts in the event of their insolvency up to the sum of £1. The Society may also affiliate with other charitable or voluntary organisations whose objects are deemed compatible and mutually supportive.

5. MEMBERSHIP

- (a) Membership of the Society shall be open to all persons over the age of 16 showing genuine interest in the support of the Society's objects. Application for membership will be on an authorised form in either hardcopy or electronic format
- (b) All membership shall be at the discretion of the Council
- (c) Classes of membership shall be determined by the Council and may include such categories as Fellow, Ordinary, Student, Honorary and Institutional Membership
- (d) Fully paid-up Fellows, Ordinary and Student members will have full voting rights in relation to the individuals named in the membership list. Institutional membership does not confer voting rights, Membership rights shall not be transferable.
- (e) Subscriptions shall be payable on joining the Society and annually thereafter on the first and each subsequent anniversary of the date of joining, *(or at such other time as notified to members by the Council)* at a subscription rate determined by Council
- (f) The Council shall keep a register of the names and addresses, both postal and email (where provided) of the members of the Society, and shall be responsible for keeping it up to date and in compliance with all Data Protection legislation.
- (g) Membership shall be terminated:
 - i. by death or (if an organisation) it ceasing to exist; or
 - ii. by written or emailed resignation to the Secretary or other appropriate officer of the Society; or

- iii. if the annual subscription has not been paid, unless the Council resolves there are extenuating circumstances to permit the membership to continue; or
- iv. where a quorate meeting of the Council (see section 8a) by unanimous vote resolve that it is in the best interests of Society that his or her membership be terminated. Such a resolution to terminate membership may only be passed:
 - a. if at least 21 days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it is to be proposed is given to the member and
 - b. if such member, or if he/she prefers a representative of the member (who need not be a member of the Society), has been given the right to make representations in writing or in person to the Council before a final decision is taken by the Council.

(h) Fellowship:

Members of the Society and others may be elected by the Council to Fellowship or Honorary Fellowship of the Society in recognition of their genealogical attainments or work on behalf of the Society.

6. BRANCHES

- (a) The Council shall have the power to establish additional branches in furtherance of the Society's objects and on such terms as the Council shall prescribe. In the event of a branch being formed any property or funds acquired by it shall belong to the Society.
- (b) Such Branches shall be managed by committees, which shall be elected annually at an Annual General Meeting of the Branch. The arrangements for such Annual General Meeting shall follow the regulations set out in Section 9 (a). The Branch Committees shall choose from among its members a Chairman, a Treasurer, a Secretary and such other officers as are needed to carry out its responsibilities.
- (c) Each Branch shall comply with this Constitution and act in pursuance of its objects and be subject to regulations or bye-laws approved by Council. Such Regulations shall include provisions dealing with the maintenance of a bank account by the Branch, an acknowledgment that it forms part of the Society and that it will comply with the Society's Constitution.

- (d) A Branch may be suspended or dissolved at any time by a resolution of the Council. Such resolution shall give directions and instructions as to the transfer of assets and responsibility for liability of the branch during suspension or following dissolution as the case may be.
- (e) Subject to the above, a branch may generally manage its own affairs but shall not pledge the credit of the Society.

7. GROUPS

- (a) The Council shall have the power to establish Groups which will primarily be local gatherings of members within a geographical area for the purpose of facilitating meetings, outings, visits, learning and social activities in furtherance of the Society's objects.
- (b) Any member may ask to join a Group and if admitted, participate in its activities either online or in person.
- (c) Groups will be informal and will not require the establishment of a committee or officers, except for an unofficial Group Leader. No Minutes of group meetings will need to be kept.
- (d) Groups will not have the power to officially represent the Society. Groups shall manage their own affairs but will not be funded in any way by the Society or be able to pledge the credit of the Society. Each Group shall comply with the terms of the Society's Constitution.
- (e) Groups will not be represented on Council; however, Group Leaders shall report to Council on a periodic basis any activities which have taken place within their Group.
- (f) The Council will have the power to suspend or dissolve by a resolution of Council, any Group not seen to represent the Society in an appropriate way or that might bring the Society into disrepute.

8 ADMINISTRATION

- (a) The Society shall be administered by a Council consisting of no more than 20 members. Each newly elected Council shall appoint from amongst its numbers a Chairman, Vice-Chairman, General Secretary, Treasurer, Librarian, Editor of The Irish Genealogist and any other officers deemed appropriate. All Officers of the Society shall be honorary. The Council shall be elected at a General Meeting of the Society to serve for a term of one year, but shall be eligible for re-election. At least four

members of the Council should be associated with the Ireland Branch of the Society. A quorum of the Council shall consist of three members of the Council except that it shall be five for the purposes stated in clauses 5(g).

- (b) The members of the Council shall be elected annually by the membership and their terms of office shall commence with the declaration of the election results at a General Meeting. Nominations should be submitted in writing (or email) not less than 14 days before the day on which the Annual General Meeting is to take place. If insufficient nominations have been received to fill the vacancies the chairman of the meeting may, at his or her discretion, take nominations from the floor.
- (c) The Council shall have the power to co-opt members to fill casual vacancies (up to the next General Meeting) on the Council, as well as to invite individuals on an annual basis to undertake other tasks which are deemed to be necessary for the proper and effective administration of the Society's affairs.
- (d) All Council members shall be eligible for re-election upon completion of their annual term of office.
- (e) If required by law Auditors or Independent Examiners of the Accounts of the Society shall be appointed at the Annual General Meeting to carry out the audit or examination duties referred to in Clause 10(c) below.
- (f) The Council shall meet at least four times a year (either in person or via video conference)
- (g) There shall be a President and no more than twelve Vice-Presidents. The Council shall choose appropriate candidates and these shall be put to a General Meeting of the Society for acceptance or rejection on a show of hands. The President and Vice-Presidents shall thereafter continue to hold office until the Society at a General Meeting otherwise determines or he/she resigns or dies. Vice-Presidents shall be deemed *ex-officio* members of Council.

9. GENERAL MEETING

- (a) An Annual General Meeting shall be held once a year at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) when the Council members shall present their reports. Notice in writing of this meeting and the agenda of items to be considered shall be given to members entitled to attend and vote at least twenty-one

clear days prior to the event. At such Annual General Meetings the business shall include:

- i. The election of members of the Council
 - ii. The appointment of an auditor or independent examiner if required by law;
 - iii. The consideration of reports by or on behalf of the Council on the activities carried out by the Society and
 - iv. The laying of the Society's relevant annual accounts before the members.
- (b) An Extraordinary General Meeting may be convened either at the request of the Council or at the request of 5% of the members having voting rights with prior written (or email) notice furnished to the members at least 28 days before the General Meeting setting out the business to be discussed. Except as specified in Clauses 10 and 12 below, decisions at the General Meeting shall be by simple majority.
- (c) Only those paid-up members present (in person or via video conference) shall be entitled to vote at an Annual General Meeting or an Extraordinary General Meeting. Institutional members have no vote.
- (d) No business shall be carried out at the Annual General Meeting or an Extraordinary General Meeting unless a quorum is present. A quorum shall be 25 members of the Society present who are entitled to attend and vote upon the business to be conducted at the relevant General Meeting.
- (e) If a quorum is not present within 30 minutes of the time appointed for the General Meeting or if during the General Meeting a quorum ceases to exist the General Meeting shall be adjourned to such time and place as the Council shall determine. The Council must reconvene the meeting and must give at least 14 days clear days' notice of the re-convened General Meeting stating the date time and place of the General Meeting. If no quorum is present at the reconvened General Meeting within 15 minutes of the time specified for the start of the General Meeting then the members entitled to vote who are present at that time shall constitute the quorum for that General Meeting.
- (f) General meetings shall be chaired by the president of the Society. If there is no such person or he or she is not present within 15 minutes of the time appointed for the General Meeting then the Chairman of Council failing whom a Council member nominated by the Council shall chair the

General Meeting but if there is no Council member present and willing to act then the members present and entitled to vote must choose one of their number to chair the General Meeting.

10. CONSTITUTION

- (a) Subject to the following provisions of this clause, the Constitution may be altered only at an Annual General Meeting or at an Extraordinary General Meeting of the Society at which proper Notice has been given (as provided by sub-clause (d) below) such Notice to include notice of the Resolution setting out the terms of the proposed alteration. The Resolution must be passed by not less than two-thirds of the votes of Society members cast at the General Meeting.**
- (b) No such alteration may be made which would have the effect of making the Society cease to be a charity at law.**
- (c) No amendment may be made to clause 1 (name clause), clause 2 (objects clause), clause 11(a) (Council members not be personally interested clause), clause 12 (dissolution clause) or this clause 10 without the prior consent in writing of the Charity Commissioners for England and Wales (“the Commissioners”).**
- (d) Proposals for constitutional amendments shall be submitted to the Council of the Society at least 28 days prior to the day on which the Annual General Meeting or Extraordinary General Meeting is to be held.**
- (e) The Council should promptly send to the Commissioners a copy of any amendment made under this clause.**

11. FINANCE

- (a) All income and property of the Society, shall be applied solely towards the promotion and execution of the objects of the Society as defined in Clause 2 above, and no portion thereof shall be paid or transferred directly or indirectly in any manner to any member of the Society, provided that nothing herein shall prevent reimbursement of reasonable out-of-pocket expenses properly incurred on behalf of the Society (including but not limited to the payment of an approved fee when engaged as a speaker).**
- (b) The Council shall cause proper books of account to be kept with respect to all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditures take place.**

- (c) **The Society's financial year shall commence on 1 January and annual accounts shall be prepared in relation to each calendar year. A copy shall be made available to all Society members as soon as practicable. Where appropriate or necessary the Society's annual accounts shall be audited or independently examined as required by law prior to being approved by the Council and laid before the members.**

12. DISSOLUTION

- (a) **The Society may be dissolved by a resolution passed by not less than two-thirds of those members present with voting rights at either an Annual General Meeting or Extraordinary General Meeting called by the Council following their decision that it is necessary or advisable to dissolve the Society and for which 28 days' prior notice (stating the terms of the resolution to be proposed) has been given in writing, Such a resolution may include instructions for the disposal of any assets held by the Society,**
- (b) **If the Resolution is passed to dissolve the Society the Council members shall remain in office as charitable trustees and be responsible for winding up the affairs of the Society in accordance with this clause,**
- (c) **The Council members must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society,**
- (d) **The Council members must apply any remaining property or money:**
 - i. **directly for the objectives of the Society;**
 - ii. **by transfer to any charity or charities formed for purposes the same as or similar to the Society as resolved by the members of the Society or if none is resolved by the members then as the Council members select;**
 - iii. **or in such manner as the Commissioners may approve in writing in advance.**
- (e) **In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society.**
- (f) **The Council members must notify the Charity Commissioners promptly that the Society has been dissolved and if they are obliged to send the accounts of the Society for the accounting period which ended before its dissolution, they must send the Society's final accounts to the Commissioners.**

13. INDEMNITY

- (a) The members of the Council shall each be indemnified by the Society against any liability claim or demand arising from any action taken or omission in good faith by them on behalf of the Society or its Members in the administration of the Society.**
- (b) A member of the Council may benefit from trustee indemnity insurance cover purchased at the Society's expense ONLY in accordance with and subject to the conditions in section 189 of the Charities Act 2011, or any superseding legislation.**

14. NOTICES

- (a) All notices to be given by or to the Society must be:**
 - i. in writing; or**
 - ii. given by electronic communications**
- (b) The Society may give notice to a member either:**
 - i. Personally; or**
 - ii. by sending it by post in a prepaid envelope addressed to the member's last known address; or**
 - iii. leaving it at the member's last known address; or**
 - iv. by electronic communications to the member.**
- (c) A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.**
- (d) Proof that an envelope was properly addressed prepaid and posted shall be conclusive evidence that the notice was properly given and proof that a notice contained in an electronic communication was sent shall be conclusive evidence that the notice was given.**
- (e) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or in the case of electronic communications 48 hours after it was sent.**